

BYLAWS
OF
CREAMTON
FLYFISHING CLUB A
NONPROFIT
CORPORATION

Adopted

September
28, 2022

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FISHING CLUB
A NONPROFIT
CORPORATION

ARTICLE I. INTRODUCTION

Section 1. Definition of Bylaws. These Bylaws constitute the code of roles adopted by Creamton Fishing Club for regulation and management of its affairs.

Section 2. Purposes of Powers. This Club is formed for the purpose of enjoying the sport of trout fishing and promoting fellowship among its members. It will lease and purchase land for stream access, and stock and waters for the benefit and enjoyment of its members. It is formed also for the purpose of encouraging the propagation and protection of game fish and other species, the enforcement of fishing laws and for the preservation

of the streams and forests. Finally, it will have the purpose or powers as stated in its Articles of Incorporation and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

ARTICLE 11. OFFICES AND AGENCY

Section I. Principal and Branch Offices. The principal place of business of this Club in Pennsylvania will be located at Creamton, Pennsylvania. In addition, the Club may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

Section 2, Registered Office, The location of the registered office of this Club is stated in the Articles of Incorporation, This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Club. The board of directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles of Incorporation or file the appropriate statement with the Department of State,

ARTICLE III. MEMBERSHIP

Section I. Definition of Membership. The Members of this Club are those persons having membership rights and accordance with the provisions of these Bylaws. Upon recommendation of the Board of Directors and approval of the Members at the annual meeting, the Club may limit the number of members of this Club.

Section 2. Qualification of Members. The qualifications and rights of the Members of this Club are those persons admitted to the Club in accordance with the following rules.

(!) Any person seeking membership shall submit a written application to the Secretary accompanied by a fee as determined by the Board of Directors from time to time. The application shall be sponsored by two (2) members of the Club, and approved by either a member of the Board of Directors or an Officer of the Club;

- The applicant shall thereafter become a Provisional Member, subject to his application being approved by the membership at the annual meeting of the Club,
- A Provisional Member shall have all the privileges of the Club, except that of being able to vote, hold office, or become a member of the Board of Directors.
- In the event a Provisional Member's application is denied by the membership at the annual meeting, any initiation fee paid shall be immediately refunded.
- Upon approval of the application by the membership at the annual meeting of the Club the Member shall have all the privileges of membership.
- Only those persons twenty-one (21) years of age and older shall be entitled to be Members of the Club.

Section 3. Members' Dues. The annual dues payable to the Club by Members will be determined from time to time by the Board of Directors Subject to amendment by a resolution of the Members at the annual meetings.

Section 4. Place of Members' Meetings. Meetings of Members will be held at the corporate offices, or at such other place as may be agreed upon by the Members.

Section 5. Members' Meetings. There shall be no less than two (2) meetings per year of the membership of the Club, one of which shall be the annual meeting. The annual meeting of the Members will be held at a

location, day and time to be determined by the Board of Directors, provided it is in January of each year. The other meeting shall be held at a location, day and time to be determined by the Board of Directors, provided it is in June of each year. Members' Meetings may take place virtually at the discretion of the Board of Directors. The Secretary shall inform the membership of the meeting, providing information to ensure full participation of the membership.

Section 6. Special Members' Meetings. Special meetings of the Members may be called by any of the following:

- (I) The Board of Directors
 - The President
 - Any three Members entitled to cast at such meetings

Special Members Meetings may take place virtually at the discretion of the Board of the Directors. The Secretary shall inform the membership of the meeting, providing the information to ensure full participation of the membership.

If the Board of Directors determines that an item needs the voting consent of the membership and a meeting is not advisable, the Secretary shall send notice via email to the Members informing them of the matter and shall contain the motions that shall require a "yes" or "no." The President shall appoint two Members as Tellers who will receive the votes of the membership and report to the President the vote. A member may request that the balloting cease and that the item receive full discussion in a Special Meeting.

Section 7. Notice of Members' Meetings. Written or printed notice of any meeting whether called by or at the direction of the President, Secretary, Officers or other persons or Members, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) or more than forty (40) days before the date of the meeting, either personally, electronically or by first-class mail, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Club, with postage prepaid.

No meeting, whether called pursuant to Section 5 or 6, supra, shall be held unless there is included in the notice as provided in this Section 7 an agenda of all items to be considered. The meeting shall be conducted by the presiding officer in strict accord with the agenda, and no deviation may be allowed without the vote of two-thirds (2/3rds) of the members present.

Section 8. Voting Rights of Members. Each Member will be entitled to one vote on each matter submitted to a vote of Members.

Section 9. Members' Proxy Voting. Proxy voting shall be permitted and designated to a Board member only

Section 10. Quorum of Members. At least twenty-five (25%) percent of all Members entitled to vote on a particular matter shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Members is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Nonprofit Corporation Law of 1988, the Article of Incorporation of this Club, or any provision of these Bylaws.

Section 11. Ownership Interest. A Member's interest shall be represented by a certificate of stock for one share. certificates for the share of the Club shall be in the form determined by the Board of Directors, subject to these Bylaws, the Articles of Incorporation, and applicable provisions of law. Each certificate

shall indicate the following information.

- (1) The Club is organized under the laws of the Commonwealth of Pennsylvania, and
- (2) The registered holder's name

Each certificate shall be signed by or in the name of the Club by the President or Vice-President or Vice President and the Secretary or any Assistant Secretary, or the Treasurer or any Assistant Treasurer.

Upon attaining Membership in accordance with ARTICLE III, Section 2., supra, a Member shall purchase one (1) share at a price determined from time to time by the Membership in accordance with these Bylaws. Payment for such share shall be in such form and upon such terms as the Board of Directors may from time to time determine, provided however that the price shall be fully paid within three (3) years of attaining Membership.

The shares are not transferable, except as set forth herein. Any transfer in violation of this Bylaw will not be valid or recognized by this Club.

Section 12. Termination of Membership. Membership will terminate in this Club on any of the following events, and for no other reason:

- (I) Receipt by the Board of Directors or the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact.
 - The death of a Member
 - The failure of a Member to pay annual dues or any other financial obligations on or before their due date.
 - For cause, inconsistent with membership, after notice, trial, and conviction by the Board of Directors upon a vote of at least two-thirds (2/3rds) majority thereof.

Upon termination the Member, his authorized attorney-in-fact or his personal representative, as the case may be, shall surrender the Member's certificate of stock to the Club, and receive in consideration therefore an amount as determined from time to time in accord with Article IX, which each member agrees represents an equitable sum, and constitutes the fair market value for said certificate, together with a pro rata refund of any dues paid for the year in which termination occurs.

Section 13. Honorary Membership. The Board of Directors, in its discretion may designate up to five individuals Honorary Members of the Club. The criteria for such membership shall be in the sole, absolute discretion of the board of directors. An Honorary Member shall have all the privileges of membership but shall not be obligated to pay dues or any other fees. An Honorary Member may not own stock in the Club or be entitled to vote.

Section 14. Life Membership. As of the date of these Bylaws, certain members have been designated Life Members, They are the owners of stock in the Club but are not obligated to pay dues or any other fees and are entitled to vote. Except for those individuals who are currently Life Members, whose status as such is hereby recognized, there shall be no Life Members permitted without an amendment of these Bylaws.

ARTICLE IV. DIRECTORS

Section I. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Club. In that capacity, the Board of Directors shall make rules regarding such matters ns stocking of fish, stream management and improvement, creel limits, angling seasons and guest policies, including fees. Notwithstanding the foregoing, any single expenditure of Club funds by the Board of Directors shall not exceed ten thousand (10,000) dollars without the consent of the membership.

Section 2. Qualifications of Directors. The qualifications for becoming and remaining a Director of this Club are as follows:

- Directors need not be residents of the Commonwealth of Pennsylvania
- Directors must be Members of this Club

Section 3. Number of Directors. The number of Directors of this Club will not be less than three (3) at any time. Until otherwise adopted by the Membership at an annual meeting, the number of Directors shall be seven (7), consisting of the President, Vice President, Secretary/Treasurer and four (4) members; provided however, that should the office of Secretary and Treasurer be separated and held by two different individuals, then in that event, the number of Directors shall be nine (9) members.

Section 4. Terms of Directors. The Directors, who are not officers shall be divided into two (2) classes. The members of each class shall serve for two (2) years. The number of Directors in each class shall be two (2). At the first annual meeting of the Club the Members shall elect the members of one class to hold office until the next annual meeting of the Club and until their successors are elected and qualified; and the Directors of the second class shall be elected for a term to end at the second annual meeting of the Club after their election and until their successors are elected and qualified. At each subsequent annual meeting, Directors shall be elected to the directorship of the class of Directors whose terms have expired, and all Directors shall hold office until the second successive annual meeting after their election and until their successors are elected and duly qualified, so that the term of office of one class of Directors shall expire at each annual meeting.

Section 5. Vacancies on the Board. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment of a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 6. Location of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Club, or such place or places as the Board of Directors designates by resolution duly adopted,

Section 7. Regular Directors' Meetings. Regular meetings of the Board of Directors will be held at the call of the President. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

Section 8. Notice of a Special Directors' Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting either personally, by first-class mail or electronically, by or at the direction of the President or the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of this Club, with postage prepaid. The notice need not state the business to be transacted at nor the purpose of the meeting.

Section 9. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:

- The President
- A number constituting a quorum of the Board of Directors

Section 10. Waiver of Notice, Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of

objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum of Directors. A majority of the whole Board of Directors will constitute a quorum. The net of majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Club, or any provision of these Bylaws.

Section 12. Stream Keeper. These Bylaws recognize that a position exists within the Club entitled "Stream Keeper". The Stream Keeper is no employee of the Club with duties, responsibilities and benefits which arc from time to time, determined by the Board of Directors. It is not the intention of these Bylaws to alter, either by enlarging or restricting the foregoing, but to acknowledge the existence of the position.

ARTICLE V. OFFICERS

Section 1. Roster of Officers. The officers of this Club will consist of the following personnel:

- President
- Vice-President
- Secretary
- Treasurer

Section 2. Selection of Officers. Each of the Officers of this Club will be elected annually by the Members. Each Officer will remain in office until a successor to the office has been selected and qualified. Election will be held at the annual meeting of the Club,

Section 3. Multiple Officeholders. In any election of Officers, the Members may elect and appoint a single person to more than one office simultaneously, except that the offices of President and Secretary must be held by separate individuals.

Section 4. President The president is the Chief Executive Officer of this Club and will subject to the control of the Board of Directors or any committees, supervise and control the affairs of the Club. The President will perform nil duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

Section 5. Vice-President The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as arc required by law or by these Bylaws and, generally, perform all duties incident to the Office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer will have charge and custody of all funds of this Club and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Club's properties and business transactions, render reports and accountings to the directors and to the Members as required by the Board of Directors or by Members or By-law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Section 8, Removal of Officers. Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint officers whenever in their judgement the best interests of this Club will be served.

ARTICLE VI. INFORMAL ACTION

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Club, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Section 2. Action by Consent. Any action required by law or under the Articles of Incorporation of this Club, or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter or the consent, or all directors in office, and filed with secretary of the Club.

ARTICLE VII. COMMITTEES

This Club may have certain committees, each of which will consist of one or more Directors, and if the Board of Directors shall so provide, the Stream Keeper, who shall not have the right to vote. Each Committee will have and will exercise some prescribed authority of the Board of Directors in the management of this Club. However, no committee will have the authority of the Board in reference to affecting any of the following:

Section 1. Fiscal Year. The fiscal year of this Club will be the calendar year.

Section 2. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this Club will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Club will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Section 3. Books and Records. This Club will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors and Executive Committees. The Club will keep at its registered office a membership register giving the names, addresses, classes, and other details of the membership of each member, and the original or a copy of the Bylaws, including amendments to date, certified by the Secretary of the Club.

Section 4. Inspection of Books and Records. All books and records of this Club may be inspected by any Members, Directors, or Officers. However, the Club may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered.

Section 5. Nonprofit Operations. No dividend will be paid and no part of the income of this Club will be distributed to its Members, Directors, or Officers. However, the Club may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered,

Section 6. Loans to Management. This Club will make no loans to any of its Directors or

Officers.

ARTICLE IX. FUNDAMENTAL QUESTIONS

Section 1. Certain Corporate Actions. Notwithstanding anything to the contrary in these Bylaws, the following corporate actions shall be taken only in accordance with this ARTICLE IX

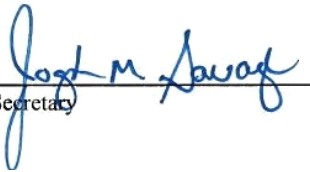
- (I) Purchase or sale of any of the Club's land
- Special assessments over and above dues
 - Borrow money
 - Any change in the value of a certificate of stock in the Club

Section 2. Special Meeting. Any decisions of the Club with respect to any of the actions set forth in Section I., supra, may be taken only at a Special Meeting, as set forth in ARTICLE III, Section called specifically for that purpose, with notice as set forth in ARTLCE III, Section 7, at which there must be a simple majority of members who attend.

ARTICLE X. AMENDMENT

Section I. Modification of Bylaws. These Bylaws may be amended, altered or repealed, or new Bylaws may be adopted only by 25% of voting members present and entitled to vote at a special meeting called for this purpose.

Section 2. Adoption of Bylaws. Adopted by the Members of Creamton Fishing Club this 28th day of September 2022.


Secretary